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File Number 6135-685-1

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40.0. DOCATINO 00-0763 Petitioner's Extrabit No. 2

Witness Ni Cholas

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## State of Allinois Office of The Secretary of State

Whereas.

ARTICLES OF INCORPORATION OF

HOLIDAY HILLS UTILITIES, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this

> day of and of A.D. NOVEMBER 2000 the Independence of the United States the two hundred and

25TH

Secretary of State

Jesse White

C-212.3

(Rev. Jan. 1999)

Jesse White Secretary of State Department of Business Services Springfield, IL 62756 http://www.sos.state.il.us

Payment must be made by certified check, cashier's check, Illinois attorney's check. Illinois C.P.A.'s check or money order, payable to "Secretary of State."

This space for use by Secretary of State

FILE

NOV 1 7 2000

JESSE WHITE SECRETARY OF STATE **SUBMIT IN DUPLICATE!** 

This space for use by Secretary of State

Date

Franchise Tax Filing Fee

Approved:

<i>\f</i> \\	75
<b>%</b>	100

Holiday Hills Utilities, Inc. CORPORATE NAME:

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: C T Corporation System

First Name

Middle Initial

Last Name

Initial Registered Office:

c/o C T Corporation System, 208 South LaSalle Street

Suite #

Number Chicago

Cook

60604

City

County

Street

Zip Code

Purpose or purposes for which the corporation is organized: (If not sufficient space to cover this point, add one or more sheets of this size.)

The transaction of any or all lawful business for which corporations may be incorporated under the Illinois Business Corporation Act of 1983, as amended.

Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
\$ 1.00	10,000	1,000	\$ 1,000.00
	per Share	per Share Authorized	per Share Authorized Proposed to be Issued

TOTAL = \$1,000.00

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

(If not sufficient space to cover this point, add one or more sheets of this size.)

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5. OPTIONAL:	(a) Number of directors constant (b) Names and addresses of the shareholders or until their shame  Name	he persons w	/ho are t re electe	o serve as directo	ers until the first an	
6. OPTIONAL:	(a) It is estimated that the value corporation for the following (b) It is estimated that the value the State of Illi nois during the State of Illi nois during the State of the corporation (d) It is estimated that the growth transacted by the corporation of the following year will be:	g year where e of the prope he following y oss amount o ion during the oss amount o	ver locaterty to be vear will of busine e following of busine	ed will be: e located within be: ess that will be ng year will be: ess that will be	\$	
	OTHER PROVISIONS	SEE ATTA				cles of
7. OPTIONAL:	Attach a separate sheet of the Incorporation, e.g., authorizing affairs, voting majority requirem  NAMF(S) & ADDR	preemptive r nents, fixing a	ights, de duratio	nying cumulative n other than perpe	voting, regulating i	
8. The undersi	Incorporation, e.g., authorizing	preemptive r nents, fixing a ESS(ES) Ol	ights, de duratio	enying cumulative n other than perpe	voting, regulating i etual, etc.	nternai
8. The undersi	Incorporation, e.g., authorizing affairs, voting majority requirem  NAME(S) & ADDR  gned incorporator(s) hereby declar reporation are true.	preemptive renents, fixing a ESS(ES) OI re(s), under p	ights, de duratio	enying cumulative n other than perpe	voting, regulating i etual, etc.	nternai
8. The undersi	Incorporation, e.g., authorizing affairs, voting majority requirem  NAME(S) & ADDR  gned incorporator(s) hereby declar	preemptive r nents, fixing a ESS(ES) Ol	ights, de duratio	enying cumulative n other than perpe	voting, regulating i etual, etc.	nternai
8. The undersi Articles of Inco Dated  1.	Incorporation, e.g., authorizing affairs, voting majority requirem  NAME(S) & ADDR  gned incorporator(s) hereby declar reporation are true.  November 16  (Month & Day)  Signature and Name	preemptive renents, fixing a ESS(ES) OI re(s), under p	ights, de duratio F INCO enalties	enying cumulative n other than perper RPORATOR(S) of perjury, that the	voting, regulating i etual, etc.	nternal
8. The undersi Articles of Inco Dated  1. Signate	Incorporation, e.g., authorizing affairs, voting majority requirem  NAME(S) & ADDR  gned incorporator(s) hereby declar reporation are true.  November 16 (Month & Day)  Signature and Name	preemptive renents, fixing a ESS(ES) OI re(s), under p	ights, de a duration FINCO penalties	enying cumulative in other than perpeter in other than perpeter in other than perpeter in other than perpeter in other i	voting, regulating intual, etc. estatements made address Bank One Plaza, 10	in the foregoing
8. The undersi Articles of Inco Dated  1. Signate Mitchel A	Incorporation, e.g., authorizing affairs, voting majority requirem  NAME(S) & ADDR  gned incorporator(s) hereby declar reporation are true.  November 16 (Month & Day)  Signature and Name  ure  Mick	preemptive renents, fixing a ESS(ES) OI re(s), under p	ights, de a duration FINCO penalties	enying cumulative n other than perper RPORATOR(S) of perjury, that the street Chicago	voting, regulating intual, etc. estatements made Address Bank One Plaza, 10	nternal
8. The undersi Articles of Inco Dated  1. Signate Mitchel A (Type of	Incorporation, e.g., authorizing affairs, voting majority requirem NAME(S) & ADDR gned incorporator(s) hereby declar poration are true.  November 16 (Month & Day)  Signature and Name  ure  Mick or Print Name)	preemptive renents, fixing a ESS(ES) OI re(s), under p	ights, de a duration FINCO penalties	enying cumulative in other than perpeter in other than perpeter in other than perpeter in other than perpeter in other i	voting, regulating intual, etc. estatements made address Bank One Plaza, 10	in the foregoing  S. Dearborn  60603
8. The undersi Articles of Inco	Incorporation, e.g., authorizing affairs, voting majority requirem NAME(S) & ADDR gned incorporator(s) hereby declar poration are true.  November 16 (Month & Day)  Signature and Name  ure  Mick or Print Name)	preemptive renents, fixing a ESS(ES) OI re(s), under p	ights, de duration FINCO penalties	enying cumulative n other than perper RPORATOR(S) of perjury, that the street Chicago	voting, regulating intual, etc. estatements made Address Bank One Plaza, 10	in the foregoing  S. Dearborn  60603
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8. The undersi Articles of Inco	Incorporation, e.g., authorizing affairs, voting majority requirem  NAME(S) & ADDR  gned incorporator(s) hereby declar reporation are true.  November 16  (Month & Day)  Signature and Name  ure  Mick or Print Name)  ure	preemptive renents, fixing a ESS(ES) OI re(s), under p	ights, de duration FINCO penalties	enying cumulative n other than perper nother than nother than nother n	etual, etc.  estatements made  Address Bank One Plaza, 10  IL  State	in the foregoing  S. Dearborn  60603  ZIP Code

used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

## **FEE SCHEDULE**

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
- The filing fee is \$75.
- The minimum total due (franchise tax + filing fee) is \$100. (Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary. Illinois Secretary of State Springfield, IL 62756 Department of Business Services Telephone (217) 782-9522 or 782-9523

C-162.20

## RIDER TO ARTICLES OF INCORPORATION OF HOLIDAY HILLS UTILITIES, INC.

## 7. OTHER PROVISIONS

Paragraph 1: No shareholder of the Corporation shall have cumulative voting rights with respect to any matter upon which shareholders are entitled to vote.

Paragraph 2: A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 8.65 of the Business Corporation Act of the State of Illinois, or (iv) for any transaction from which the director derived an improper personal benefit. If the Business Corporation Act of the State of Illinois is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Business Corporation Act of the State of Illinois, as so amended. Any repeal or modification of this Paragraph 2 by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Paragraph 3: Each person who is or was or had agreed to become a director or officer of the Corporation, and each person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee, or agent, trustee or fiduciary of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the fullest extent permitted by the Business Corporation Act of the State of Illinois or any other applicable laws as presently or hereafter in effect. Without limiting the generality of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Paragraph 3. Any repeal or modification of this Paragraph 3 by the shareholders of the Corporation shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

